

The 2nd Annual Spring Meeting

April 27-29, 2001 Hilton La Jolla Torrey Pines

Presented Jointly by the
Business Law Section
and the
Intellectual Property Section
of the State Bar of California

WRITTEN MATERIALS

June 7, 2001

We have begun posting written materials from the programs presented by the Business Law Section at the 2001 Spring Meeting.

Check back, as more materials will be added in the near future. Currently materials are posted for the highlighted programs only. Click on the program for a brief description and links to the posted materials.

- [1 \[BL\] Licensor/Licensee/Lender Beware -- Protecting Rights To Intellectual Property in Bankruptcy](#) (Business Law Section: Insolvency Law Committee)
- [2 \[BL\] Insurance in the Electronic Age: Current Issues and Directions](#) (Business Law Section: Insurance Committee)
- [3 \[BL\] Current Issues in Intellectual Property Financing](#) (Business Law Section: UCC Committee)
- [5 \[BL\] Intellectual Property and Agribusiness](#) (Business Law Section: Agribusiness Committee)
- [6 \[BL\] Cyberspace Odyssey 2001 -- A Journey Through the Hottest Issues in Internet Practice](#) (Business Law Section: Cyberspace Committee)
- [8 \[BL\] Stock Options and Other Equity-Based Compensation for Executives](#) (Business Law Section: Corporations Committee)
- [9 \[BL\] Franchising 101](#) (Business Law Section: Franchise Law Committee)
- [10 \[BL\] Ethics for Business and Intellectual Property Lawyers](#) (Business Law Section: Education Committee)
- [11 \[BL\] E-Commerce Potpourri](#) (Business Law Section: Financial Institutions Committee)
- [12 \[BL\] Special Bankruptcy Topics For the Not Bankrupt \(Yet\)](#) (Business Law Section: Insolvency Law Committee)
- [14 \[BL\] Interspecies Conversions](#) (Business Law Section: Partnerships and Limited Liability Companies (LLC) Committee)

1 [BL] Business Law Section: Insolvency Law Committee

**Licensor/Licensee/Lender Beware --
Protecting Rights To Intellectual Property in Bankruptcy**

WRITTEN MATERIALS

PLEASE NOTE: This document is posted in the Business Law Section's "members only" area. Section members can find out how to access the site by sending an e-mail to [State Bar Staff](#).

[Licensor/Licensee/Lender Beware -- Protecting Rights to Intellectual Property in Bankruptcy](#) by William H. Kiekhofer, III, Jeffrey C. Selman and Debra Grassgreen

Can a debtor retain license rights in bankruptcy? Can a licensor debtor retain control over its intellectual property after filing and at what cost? Did a secured creditor properly perfect its interest in intellectual property?

MCLE: 2 Hours

Speakers: **Debra I. Grassgreen**, Pachulski Stang Ziehl Young & Jones (Los Angeles)
William Kiekhofer, III, Kelley Drye & Warren (Los Angeles)
Jeffrey C. Selman, Heller Ehrman, LLP (Palo Alto)

2 [BL] Business Law Section: Insurance Committee

Insurance in the Electronic Age: Current Issues and Directions

This program will explore emerging legal and insurance issues that are challenging lawyers as the electronic age continues to extend into the business of insurance and the law that governs it.

MCLE: 2 Hours

Moderator: **Patrick McDonough**, Howrey Simon Arnold & White, LLP (Los Angeles)

Speakers: **Elaine Bush**, California Department of Insurance (Sacramento)
Gary Hernandez, Sonnenschein Nath & Rosenthal (San Francisco)
Kara Navarro, Sonnenschein Nath & Rosenthal (San Francisco)
Tom McMahon, Howrey Simon Arnold & White, LLP (Los Angeles)

3 [BL] Business Law Section: UCC Committee

Current Issues in Intellectual Property Financing

WRITTEN MATERIALS:

[Working Capital Financing in the New Economy: Current Legal Issues and the Need for Federal Legislative Reforms](#)

A REPORT BY THE UNIFORM COMMERCIAL CODE COMMITTEE OF THE BUSINESS LAW SECTION OF THE STATE BAR OF CALIFORNIA, March 2001 by Suzanne L. Weakley, Anthony R. Callobre, Julie B. Landau and James D. Prendergast

[Hypothetical Problem Regarding Copyright Security Interests](#) by Jeffrey S. Turner

The first segment of this program will review the legal aspects of financing intellectual property rights, including Uniform Commercial Code requirements for creation of security interests and relevant provisions of the U. S. Bankruptcy Code, the Patent Act, the Lanham Act and the Copyright Act. This part of the program will focus on leading federal cases and statutory anomalies that have created significant legal uncertainties and increased economic risk in financial transactions secured with intellectual property. Different types of intellectual property collateral (patents, trademarks and copyrights) and related rights (such as licenses and royalties) will be considered.

The second portion of the program will review typical structures for credit facilities involving intellectual property rights, and the host of practical problems that have resulted from the legal uncertainties. Transactions involving multiple kinds of intellectual property, "after-acquired" intellectual property, unregistered intellectual property, and hybrid collateral such as embedded software create unique legal issues in financial transactions. This part of the program will also include some practice guidelines for borrowers' and lenders' counsel.

The final segment of the program will report on federal legislative efforts to resolve the legal uncertainties, and

the differing perspectives of commercial finance lawyers and the intellectual property bar on appropriate solutions.

MCLE: 2 Hours

Speakers: **Anthony R. Callobre**, Sheppard Mullin Richter & Hamilton (Los Angeles)
William I. Schwartz, Morrison & Foerster (San Francisco)
Jeffrey S. Turner, Kaye Scholer Fierman, Hays & Handler, LLP (Los Angeles)
William S. Veatch, Cooley Godward, LLP (Palo Alto)
Suzanne L. Weakley, California Continuing Education of the Bar (Oakland)

5 [BL] Business Law Section: Agribusiness Committee

Intellectual Property and Agribusiness

WRITTEN MATERIALS:

[Beyond Patent and PVP: Protecting Your Products Through Trademark and Unfair Competition Laws](#) by Catherine McCauley-Libert

[Copyright Questions and Answers](#) by Catherine McCauley-Libert

[Registering Trademarks in Other Countries Questions and Answers](#) by Catherine McCauley-Libert

[U.S. Trademark Questions and Answers](#) by Catherine McCauley-Libert

[Protecting and Defending Inventions Involving Plants](#) by Michael R. Ward, Ph.D.

[Protecting Plants in the United States \(chart\)](#) by Michael R. Ward, Ph.D.

The program will cover the appropriate use and potentially high value of intellectual property (utility and plant patents, plant variety protection certificates, variety names, and trademarks) in agribusiness today.

MCLE: 2 Hours

Speakers: **Catherine McCauley-Libert**, Attorney at Law (Monterey)
Michael R. Ward, Morrison & Foerster, LLP (San Francisco)

6 [BL] Business Law Section: Cyberspace Committee

Cyberspace Odyssey 2001 -- A Journey Through the Hottest Issues in Internet Practice

WRITTEN MATERIALS

[E-Commerce and Internet Law: A Primer](#) by Ian C. Ballon

[Protecting Music Copyrights in Cyberspace: Napster, MP3 and Other Recent Litigation](#) by Ian C. Ballon

[Electronics Signatures in Global and National Commerce Act and the Uniform Electronic Transactions Act \(UETA\)](#) by Roland E. Brandel

[The E-Sign Act: A Federal Foundation for E-Commerce \(10/00\)](#) by Roland Brandel and Veronica McGregor

Online Privacy (April 28, 2001) Lynn M. Holmes, Esq.

[Slides](#) (PDF)

[Written Materials](#) (PDF)

[Jurisdiction in Cyberspace 2001: Trying to Pour New Wine Into Old Flasks](#) (Revised April 2001) by Denis T. Rice

[Uniform Computer Information Transactions Act \(UCITA\) and Electronic Commerce](#) by
Jeffrey C. Selman

A panel of Net-savvy practitioners bring you up to date on the newest developments in cyberspace law, including domain names, trademark and copyright infringement, privacy, encryption, E-sign initiatives, jurisdiction on the Internet, UCITA, and other key areas.

MCLE: 2 Hours

Speakers: **Denis T. Rice**, Howard Rice Nemerovski et al (San Francisco)
Roland E. Brandel, Morrison & Foerster LLP (San Francisco)
Ian C. Ballon, Manatt Phelps et al, LLP (Palo Alto)
Philip R. Green, Green & Green (San Rafael)
William T. Gay, Snell & Wilmer, LLP (Irvine)
Lynn M. Holmes, Attorney at Law (Forestville)
Jeffrey C. Selman, Heller Ehrman et al, LLP (Palo Alto)
Mark Alan Moore, Aldrich & Bonnefin, PLC (Irvine)

8 [BL] Business Law Section: Corporations Committee

Stock Options and Other Equity-Based Compensation for Executives

WRITTEN MATERIALS

[Tax Aspects of Equity Compensation](#) by George L. Damoose
[Basics of Stock-Based Incentive Awards](#) by Wayne R. Luepker
[Stock Compensation](#) by Brian Palbaum (*pdf file*)
[Securities Law Aspects of Equity Compensation](#) by Roy J. Schmidt

Panel discussion of stock options and other equity-based compensation techniques from tax, corporate law and accounting perspectives, including new strategies to respond to the current stock market.

MCLE: 2 Hours

Moderator: **James R. Walther**, Mayer Brown & Platt (Los Angeles)

Speakers: **George L. Damoose**, Procopio Cory Hargreaves & Savitch (San Diego)
Wayne Luepker, Mayer Brown & Platt (Chicago)
Brian Palbaum, KPMG, LLP (Los Angeles)
Roy J. Schmidt, Jr., Gibson Dunn & Crutcher (Los Angeles)

9 [BL] Business Law Section: Franchise Law Committee

Franchising 101

WRITTEN MATERIALS

[Franchising 101: Registration and Disclosure Issues](#) by Lori M. Loftstrom, Esq.
[Unsuspecting Franchisors](#) by Joel D. Siegel, Esq.
[Anatomy of a Franchise Lawsuit](#) by Steven D. Wiener, Esq. and Charles G. Miller, Esq.

A basic program for practitioners unfamiliar with franchising. Learn about "hidden" franchises that may require

registration and what flows from that. This session will deal with registration and disclosure issues as well as current issues arising in litigation.

MCLE: 2 Hours

Speakers: **Lori M. Lofstrom**, Lofstrom Law Corporation (Long Beach)
Charles G. Miller, Bartko, Zankel, Tarrant & Miller (San Francisco)
Joel D. Siegel, Jenkins & Gilchrist, LLP (Los Angeles)
Steven D. Wiener, Attorney at Law (Marina Del Rey)

10 [BL] Business Law Section: Education Committee

Ethics for Business and Intellectual Property Lawyers

Ethical traps and techniques to avoid ethics violations when acquiring an interest in a client, serving on a client's board of directors, or representing a client whose intellectual property adversely impacts another client.

MCLE: 2 Hours Legal Ethics

Speakers: **Joseph P. McMonigle**, Long & Levit, LLP (San Francisco)
John J. Steele, Fenwick & West, LLP (Palo Alto)

11 [BL] Business Law Section: Financial Institutions Committee

E-Commerce Potpourri

WRITTEN MATERIALS

[Financial Institution Information Security & Role of Digital Signatures](#) by James M. Brundy
[Privacy Provision of the Gramm Leach Bliley Act and Recent Privacy Developments](#) by
Deborah S. Thoren-Peden

This session will provide an overview of the laws and regulations related to privacy, security and payment issues that arise in the world of e-commerce. The panelists will discuss the most significant laws and regulations related to privacy, some of which are not widely known. In addition, the session will provide an overview of some of the laws, regulations and rules related to payments over the internet. Finally, the panelists will discuss the security actions that an e-commerce business might take to protect itself against fraudulent transactions.

MCLE: 2 Hours

Speakers: **Richard Stephenson**, Morrison & Foerster, LLP (San Francisco)
Deborah Thoren-Peden, Pillsbury Madison & Sutro, LLP (Los Angeles)
James M. Brundy, Bank of America (San Francisco)

12 [BL] Business Law Section: Insolvency Law Committee

Special Bankruptcy Topics For the Not Bankrupt (Yet)

This session will discuss "bankruptcy proof" settlement agreements, "bankruptcy remote" entities and the non-consolidation opinion, and advising directors and officers of an insolvent company (including D & O insurance issues).

MCLE: 2 Hours

Moderator: **Dean T. Kirby, Jr.**, Hovey & Kirby, APC (San Diego)

Speakers: **David A. Honig**, Murphy, Sheneman, Julian & Rogers, APC (San Francisco)
Bennett J. Murphy, Hennigan Bennett & Dorman (Los Angeles)
David L. Shemano, Peitzman, Glassman & Weg, LLP (Los Angeles)

14 [BL] Business Law Section: Partnerships and Limited Liability Companies (LLC) Committee

Interspecies Conversions

Structuring LLC Equity Compensation Plans for senior executives and other company employees (stock options, restricted stock awards, stock appreciation rights and their counterparts in LLCs). Converting a successful LLC to a corporation (current issues and developments).

MCLE: 1.5 Hours

Speakers: **Steven T. Anapoell**, Pillsbury & Winthrop LLP (Costa Mesa)
William Webster, Attorney at Law (Sacramento)

[Business Law Section](#) / [Intellectual Property Section](#)